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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case Nos.:
 BK-S-06-10725-LBR
 BK-S-06-10726-LBR
 BK-S-06-10727-LBR
 BK-S-06-10728-LBR
 BK-S-06-10729-LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

JOINTLY ADMINISTERED
 Chapter 11 Cases

In re:
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 Debtor.

Judge Linda B. Riegler

In re:
 USA SECURITIES, LLC,
 Debtor.

**DEBTORS' AUTHORIZATION FOR
 USACM LIQUIDATING TRUST TO
 REQUEST AND RECEIVE
 DOCUMENTS FROM DEBTORS'
 PRE-PETITION COUNSEL**

Affects:
☐ All Debtors
☐ USA Commercial Mortgage Company
☒ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☒ USA Capital First Trust Deed Fund, LLC
☒ USA Securities, LLC

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USA Capital Realty Advisors, LLC (“Realty”), USA Capital First Trust Deed Fund, LLC (“FTDF”), and USA Securities, LLC (“Securities”) (each a “Debtor” and collectively, the “Debtors”) hereby authorize the USACM Liquidating Trust (the “Trust”) to request and receive, by Federal Rule of Bankruptcy Procedure 2004 or otherwise, as agent for the Debtors, respectively, all documents and files (including documents subject to attorney-client privilege and/or work-product protection) belonging to Debtors from the following counsel:

- Bryan Cave, LLP
- Goold Patterson Ales & Day, Chtd.
- Kummer Kaempfer Bonner Renshaw & Ferrario, Ltd.
- Law Offices of Richard McKnight, PC
- Santoro, Driggs, Walch, Kearney, Johnson & Thompson, Ltd.

The Debtors authorize the above counsel to produce any such documents and files directly to Gordon & Silver, Ltd., which shall: (1) review such documents and files in order to identify and withhold any documents subject to an attorney-client and/or work-product protection belonging to USA Investment Partners, LLC; and (2) produce the remaining documents and files to the Trust. Any attorney-client privilege or work-product protection which the Debtors may have or may assert with respect to such documents and files shall be preserved and maintained and shall not be waived by the Gordon & Silver’s possession of such documents and files.

Upon receipt of any such documents and files from Gordon & Silver, the Trust shall: (1) maintain such documents and files on behalf of the applicable Debtor; (2) have access to such documents and files; and (3) make such documents and files available to the applicable Debtor (and in the case of FTDF, FTDF or the Official Committee of Equity Security Holders of the First Trust Deed Fund, LLC) and/or USA Capital Diversified Trust Deed Fund, LLC, upon request. Any attorney-client privilege or work-product protection which the Debtors may have or may assert with respect to such documents and files shall be preserved and maintained and shall

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not be waived by the Trust's possession of such documents and files.

Dated this 3rd day of July, 2007.

/s/ Lenard E. Schwartzter, Esq.
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Attorneys for Debtors and Debtors-in-Possession

AGREED:

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/s/ Marc A. Levinson
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Counsel for USA Capital Diversified Trust Deed Fund, LLC

/s/ Eve Karasik
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USA Capital First Trust Deed Fund, LLC

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